

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	Chapter 11
)	
WORLDWIDE DIRECT, INC., <u>et al.</u> ,)	Case Nos. 99-108 to -127 (MFW)
)	
Debtors.)	
)	Jointly Administered
)	

**STIPULATED ORDER REGARDING BRIEFING AND DISCOVERY SCHEDULE FOR
OBJECTION TO HENNIGAN, BENNETT & DORMAN'S FINAL FEE APPLICATION**

This Stipulated Order is executed by and between Hennigan, Bennett & Dorman ("HBD") on the one hand, and Goldin Associates, L.L.C. ("Goldin") by and through its counsel on the other hand (collectively with HBD, the "Parties"), with reference to the following facts and recitals:

WHEREAS, HBD is former counsel to SmarTalk TeleServices, Inc. ("SMTK") and SMTK's direct and indirect subsidiaries that were debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors");¹

WHEREAS, Goldin is the Liquidating Trustee of the Worldwide Direct Liquidation Trust, as successor in interest to the Debtors;

WHEREAS, on November 7, 2001, this Court entered an "Order Setting Objection Deadline to All Final Fee Applications" (the "Fee Application Order") and established the following relevant deadlines:

- (1) December 1, 2001, as the deadline for all interested parties to file objections to all final Professional Claims;

¹ The Debtors are comprised of Worldwide Direct, Inc., SmarTalk TeleServices, Inc., SmarTalk USPS Sales Co., GTI Telecom, Inc., USA Telecommunications Services, Inc., SmarTel Communications, Inc., SMTK NY-1 Corp., Creative Network Marketing, Inc., SmarTalk (Delaware) Corp., SMTK Acquisition Corp., ConQuest Telecommunication Services Corp., SMTK Acquisition Corp. III, SmarTalk Acquisition Corp., ConQuest Communications Corp., ConQuest Long Distance Corp., ConQuest Operator Services, Corp., SmarTel, Inc., SmarTel International, Inc., SmarTel Communications of Virginia, Inc., and ConQuest Operator Services, LP.

(2) December 17, 2001, as the deadline by which HBD must file any reply to any filed objection; and

(3) January 8, 2002, at 2:00 p.m. as the date on which the Court shall hold a hearing on contested final Professional Claims;

WHEREAS, on December 3, 2001, Goldin filed an "Objection to the Final Fee Applications of Hennigan, Bennett & Dorman and Howrey & Simon for Compensation and Reimbursement of Expenses for the Pre-Effective Date Period" (the "Objection");

WHEREAS, on December 4, 2001, Goldin served a Notice of Deposition on HBD, requesting several categories of documents from HBD and requesting the testimony of James O. Johnston on January 3, 2002;

WHEREAS, Mr. Johnston is unavailable for deposition on January 3, 2002, due to a scheduling conflict with a trial in another matter for which he is lead counsel;

WHEREAS, in its Objection, Goldin incorporated by reference a report completed by a fee auditor ("Fee Auditor"), in which the Fee Auditor requested additional documentation relating to HBD's final fee application;

WHEREAS, the Objection further stated Goldin's intention to supplement the record after completion of discovery ("Supplemental Objection");

WHEREAS, discovery is necessary for the Parties to adequately brief their respective positions and a streamlined objection procedure is in the best interests of the Parties and the Court;

WHEREAS, the Parties require additional time complete discovery prior to a hearing on the Objection and desire to stipulate to a briefing and discovery schedule;

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT HEREBY IS STIPULATED AND AGREED AS FOLLOWS:

1. Discovery Schedule.
 - a. The last day for service of written discovery is December 21, 2001;
 - b. The last day for responses to written discovery and production of documents is January 21, 2002;
 - c. The last day for completion of discovery is February 21, 2002.


2. Briefing Schedule.

- a. If Goldin desires to supplement its Objection upon completion of discovery, it shall do so by filing a Supplemental Objection on or before March 1, 2002;
- b. HBD shall file a reply to the Objection and any Supplemental Objection on or before March 15, 2002;


3. Hearing Date. The hearing date is set for March 22, 2002 or as soon thereafter as counsel may be heard.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf by its counsel, who is authorized to so act.

HENNIGAN, BENNETT & DORMAN

By: 
HENNIGAN, BENNETT & DORMAN
James O. Johnston
Laura Lindgren
Linda Kontos
601 South Figueroa Street, Suite 3300
Los Angeles, California 90017
Telephone: (213) 694-1200
Telecopy: (213) 694-1234

GOLDIN & ASSOCIATES, L.L.C.

By: 
GIBBONS, DEL DEO, DOLAN, GRIFFINGER &
VECCHIONE, Professional Corporation
Elizabeth S. Kardos
Brendan P. Langendorfer
One Riverfront Plaza
Newark, N.J. 07102-5496
Telephone: (973) 596-4500
Telecopy: (973) 596-0545

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ORDER

The Court having reviewed the foregoing "Stipulated Order Regarding Briefing and Discovery Schedule for Objection to Hennigan, Bennett & Dorman's Final Fee Application," and good cause appearing therefor, IT HEREBY IS ORDERED THAT:

1. The Stipulation is APPROVED.
2. Discovery and briefing shall be completed in accordance with the schedule set forth above.

DATED: December __, 2001

The Honorable Mary F. Walrath
United States Bankruptcy Judge